

**THE
GREENBRIER
COMPANIES**

1-175A073

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

June 19, 1991

17393
RECORDATION NO. FILED 1425

JUN 24 1991 -2 38 PM
INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordation
Interstate Commerce Commission
Room 2303
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of August 7, 1990, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Champion International Corporation
One Champion Plaza
Stamford, CT 06921

A description of the railroad equipment covered by the enclosed document is:

One Hundred (100) 50-foot 100-ton boxcars bearing marks and numbers as follows:

CRLE 10300 through CRLE 10399, inclusive

Also enclosed is a payment of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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16 JUN 24 1991

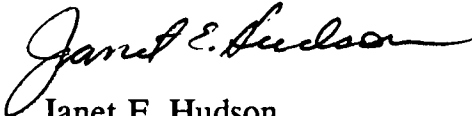
Ms. Mildred Lee
June 19, 1991
Page 2

Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035. A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of August 7, 1990 between Greenbrier Railcar, Inc., Lessor, and Champion International Corporation, Lessee, covering one hundred (100) 50-foot 100-ton boxcars bearing marks and numbers as follows:

CRLE 10300 through CRLE 10399, inclusive

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Hudson".

Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

6/24/91

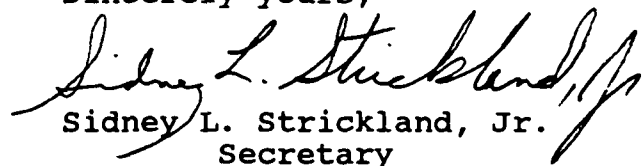
OFFICE OF THE SECRETARY

Janet E. Hudson
The Greenbrier Companies
One Centerpointe Drive
Suite 200
Lake Oswego, Oregon 97035

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/24/91 at 2:30pm, and assigned recordation number(s). 17393

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17393

RECORDATION NO. _____ FILED 1425

JUN 24 1991 -2 00 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

CHAMPION INTERNATIONAL CORPORATION ("LESSEE")

AUGUST 7, 1990

This Memorandum of Lease Agreement dated as of August 7, 1990 ("Lease Agreement") is made and entered into by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Champion International Corporation, a New York corporation, ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred (100) 50-foot 100-ton boxcars numbered and marked as follows:

CRLE 10300 through CRLE 10399, inclusive

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER RAILCAR, INC.

Norris M. Webb, V.P.

CHAMPION INTERNATIONAL CORPORATION

Sam Zannis

STATE OF OREGON

COUNTY OF CLACKAMAS

)
) ss.
)

On this 18th day of June, 1991, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER RAILCAR, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF OHIO

COUNTY OF BUTLER

)
) ss.
)

On this 13th day of June, 1991, before me personally appeared Gerald M. (Jerry) Loomis, to me personally known, who being by me duly sworn, says that he is the Director of Transportation of CHAMPION INTERNATIONAL CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Richard E. Kerth
NOTARY PUBLIC

My commission expires: June 5, 1996

RICHARD E. KERTH
Notary Public, State of Ohio
My Commission Expires June 5, 1996
Recorded in Butler County, OH

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